



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

DECLARATION AND POWER OF ATTORNEY

As below-named inventors, we hereby declare that:

Our residences, post office addresses and citizenship are as stated below next to our names.

We believe we are the original, first and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled "METHOD AND APPARATUS FOR INTERFACING WITH A POINT OF SALE DEVICE," the Specification of which was filed on September 12, 2003 as United States Application Number 10/662,133.

We hereby state that we have reviewed and understand the contents of the above-identified Specification, including the Claims.

We acknowledge the duty to disclose information which is material to patentability as defined in 37 C.F.R. § 1.56.

We hereby claim foreign priority benefits under 35 U.S.C. § 119(a)-(d) or § 365(b) of any foreign application(s) for patent or inventor's certificate, or § 365(a) of any PCT international application which designated at least one country other than the United States, listed below and have also identified below any foreign application for patent or inventor's certificate, or PCT international application having a filing date before that of the Application on which priority is claimed:

Priority

ClaimedNONE

Number

Country

Day/Month/Year
Filed

Yes

No

We hereby claim the benefit under 35 U.S.C. § 119(e) of any United States provisional application(s) listed below:

NONE

Application Number

Filing Date

We hereby claim the benefit under 35 U.S.C. § 120 of any United States Application(s), or § 365(c) of any PCT International Application designating the United States, listed below and, insofar as the subject matter of each of the Claims of this Application is not disclosed in the prior United States or PCT International Application in the manner provided by the first paragraph of 35 U.S.C. § 112, we acknowledge the duty to disclose information which is material to patentability as defined in 37 C.F.R. § 1.56 which became available between the filing date of the prior Application and the national or PCT international filing date of this Application:

<u>09/638,825</u>	<u>August 14, 2000</u>	<u>Pending</u>
Application Number	Filing Date	Status

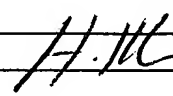
We hereby appoint the following attorney(s) and/or agent(s) to prosecute this Application and transact all business in the Patent and Trademark Office connected therewith.

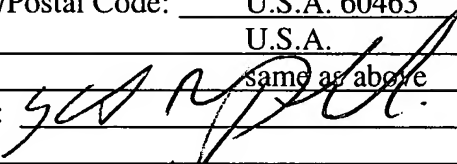
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Roger H. Stein	- 31,882	Peter M. Klobuchar	- 43,722
Kathleen A. Lyons	- 32,815	Brent A. Hawkins	- 44,146
Micheal D. Lake	- 33,727	William J. Lenz	- 44,208
Robert W. Diehl	- 35,118	Maurice E. Teixeira	- 45,646
Bradley F. Rademaker	- 35,331	Joseph M. Kinsella Jr.	- 45,743
Richard C. Himelhoch	- 35,544	Sanjay K. Murthy	- 45,976
Monique A. Morneault	- 37,893	Stephen R. Auten	- 47,396
Jeffrey R. Gargano	- 38,148	Bryan C. Wallace	- 48,190
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We hereby declare all statements made herein of our own knowledge are true and all statements made on information and belief are believed to be true; and further, that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the Application or any patent issued thereon.

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Date: 12/17/03

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Full Name of Third Joint Inventor: William Brown
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Inventor's Signature: _____
Date: _____

Full Name of Fourth Joint Inventor: Marc Shoemaker
Residential Street Address: _____
City and State/Province: _____
Country and Zip/Postal Code: _____
Citizenship: _____
Mailing Address: _____
Inventor's Signature: _____
Date: _____

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re U.S. Patent Application Of:)
Housh Khoshbin, Kenneth J. Pavloski,)
Marc Shoemaker and William Brown)
)
Application No.: 10/662,133)
)
Filed: September 12, 2003)
)
For: METHOD AND APPARATUS FOR INTERFACING)
WITH A POINT OF SALE DEVICE)

DECLARATION OF FACTS OF HOUSH KHOSHBIN

I, Housh Khoshbin, hereby declare as follows:

1. I am Chief Executive Officer of Adbeep, LLC.
2. In January 2004, Marc Shoemaker, William Brown and I signed the Mutual Assignment and License Agreement between Adbeep and Innotech Systems (*See Exhibit C*)
3. Section III of the Mutual Assignment and License Agreement assigns the patent rights to Housh Khoshbin for the present invention.
4. On August 29, 2003, a Declaration and Power of Attorney, along with a copy of the Application, was sent to me by my attorneys, Wallenstein Wagner & Rockey, Ltd. I forwarded these documents to Mr. Shoemaker and Mr. Brown. Shortly thereafter, I asked Mr. Shoemaker and Mr. Brown to sign the Declaration and Power of Attorney. Mr. Shoemaker and Mr. Brown refused to sign.

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5. Several telephone discussions took place within the following weeks attempting to have Mr. Shoemaker and Mr. Brown sign the Declaration and Power of Attorney. Mr. Shoemaker and Mr. Brown continued to refuse to sign.

6. On February 17, 2004, Wallenstein Wagner & Rockey, Ltd. directly sent copies of the Patent Application as filed and the Declaration and Power of Attorney to Innotech Systems, Mr. Shoemaker, and Mr. Brown. (See Exhibit D). Mr. Shoemaker and Mr. Brown have not responded to this communication, and continue to refuse to sign.

7. Mr. Shoemaker's and Mr. Brown's unwillingness to sign the Declaration leads me to believe that they will not cooperate within the prosecution of the present Application.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Date: 3/18/04

By: H. Khoshbin

Housh Khoshbin

JPM/gwg/196184.1